

I/We

of

(Please insert full name(s) and address(es) in block letters - see Note 1 below)

being (a) member(s) / a person nominated by (a) member(s) of the above-named Company, hereby appoint the Chair of the meeting or

of

(See Notes 2 and 3 below)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 14 May 2020 at 3pm and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as they think fit.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to Note 2 below)

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1. To receive the Accounts for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint PricewaterhouseCoopers as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Audit and Risk Committee to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Martyn Coffey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sucheta Govil as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mark Kelly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Robert Lawson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Francis Nelson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Michael Scott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
11. To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act 2006 and to allot equity securities by way of rights issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 in connection with a rights issue and general disapplication	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 in connection with an acquisition or other capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To permit general meetings (other than the Annual General Meeting) to be called on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the making of political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

1. Under the Companies Act 2006, all members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy. However, under the Stay at Home Measures published by the Government on 23 March 2020 (and made law on 26 March 2020), public gatherings of more than two people are prohibited unless such gatherings are 'essential for work purposes'. Attendance at a general meeting by a shareholder is not 'essential for work purposes'. Accordingly, shareholders, proxies and other attendees will not be permitted to attend the AGM in person. Anyone seeking to attend the AGM will be refused entry.

Shareholders are therefore strongly recommended to vote by proxy, by completing and returning this form to the address in Note 10 below.

In the event that our AGM arrangements change, the Company will issue a further communication via a regulatory news service.

2. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road Lancing, West Sussex, BN99 6DA, UK or Telephone: 0371 384 2030. Lines are open Monday – Friday excluding UK Bank Holidays, 8.30 am to 5.30 pm (from outside the UK: +44 121 415 7047) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, the appointment may be invalid.
However, in light of the current prohibition on attendance at public gatherings, if you appoint anyone other than the Chair of the meeting as your proxy, that person will not be able to attend and vote on your behalf.
3. A proxy need not be a member of the Company but must attend the meeting in person.
However, in light of the current prohibition on attendance at public gatherings, if you appoint anyone other than the Chair of the meeting as your proxy, that person will not be able to attend and vote on your behalf.
4. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or their attorney.
5. In the case of joint holders, the vote of the senior who tenders a vote by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box.
7. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
8. If you select "discretionary" or fail to select any of the options, your proxy can vote as they choose or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
9. If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, they will exercise their discretion as to how they vote and whether or not they abstain from voting. Your proxy can also do this on any other resolution that is put to the meeting.
10. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be lodged at the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road Lancing, West Sussex, BN99 6DA or proxyvotes@equiniti.com not less than 48 hours (excluding any part of a day which is a non-working day before the time appointed for the holding of the meeting or adjourned meeting).
11. Any alterations made in this form of proxy should be initialled.
12. Appointment of a proxy does not preclude a member from attending and voting in person if they later find they are permitted to do so.
13. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
14. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.

Please fill in using block capitals

Name(s).....

Address(es)

Signature(s)	Date:
or Common Seal:	Number of share(s) (See Note 2 above)